

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-1868
of WinStar Wireless, Inc. and)
WinStar Wireless of Nebraska, Inc.) GRANTED
both of New York, New York, seek-)
ing authority to merge and trans-)
fer Certificate.) Entered: September 10, 1998

BY THE COMMISSION:

By application filed July 28, 1998, WinStar Wireless, Inc. (WWI) and WinStar Wireless of Nebraska (WW of Nebraska) jointly request the authority to merge WW of Nebraska into WWI and transfer its Certificate of Authority to WWI. Notice of the application was published in The Daily Record, Omaha, Nebraska, July 29, 1998, pursuant to the Rules of the Commission. No protests were filed.

O P I N I O N A N D F I N D I N G S

WW of Nebraska is a wholly-owned subsidiary of WinStar Wireless Fiber Corporation (WW Fiber), which in turn is a wholly-owned subsidiary of WinStar Communications, Inc. (WCI). WW of Nebraska is authorized to operate as a resale carrier of intrastate interexchange intraLATA and interLATA telecommunications services, as well as private line services within the state of Nebraska, pursuant to Application No. C-1230, granted on December 19, 1995.

WW of Nebraska will merge with and into WWI, a first tier wholly-owned subsidiary of WCI. As a result of the merger, WW of Nebraska will cease to exist and WWI will assume WW of Nebraska's certification and operations. The merger will not change the ultimate ownership or control of WW of Nebraska's certificate or operations.

WWI will be led by the same team of experienced telecommunications personnel that led WW of Nebraska. Service will continue to be provided using the same network, billing systems and customer service operations as are used by WW of Nebraska.

The merger will enable the company to reduce its administrative and operating expenses and realize operational and management efficiencies. These efficiencies will enable the company to more effectively compete in the telecommunications market to the ultimate benefit of consumers in Nebraska.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

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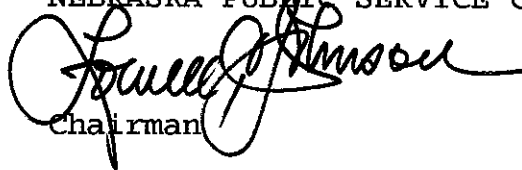
O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-1868 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 10th day of September, 1998.

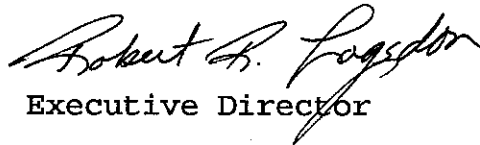
COMMISSIONERS CONCURRING:

NEBRASKA PUBLIC SERVICE COMMISSION


Chairman

//s//Lowell C. Johnson
//s//Frank E. Landis
//s//Daniel G. Urwiller

ATTEST:


Executive Director